

**PRESTON**  
STATE BANK

RECORDED 30724 FILED

MAY 14 '13 -2 55 PM

SURFACE TRANSPORTATION BOARD

May 3, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E. Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (1) are two (2) copies of a Memorandum of Security Agreement, dated as of May 3, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Secured Party:	Preston State Bank 16980 Dallas North Parkway Suite 110 Dallas, Texas 75248
Debtor:	Crossroads Management VI, Ltd. 2708 Fairmont Suite 100 Dallas, Texas 75201

A description of the railroad equipment covered by the enclosed document is

See Exhibit "A"

A short summary of the document to appear in the index is.

Memorandum of Security Agreement

MAY 14 '13 -2 55 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF SECURITY AGREEMENT**

THIS MEMORANDUM OF SECURITY AGREEMENT, dated as of May 3, 2013, by and among PRESTON STATE BANK ("Secured Party") and CROSSROADS MANAGEMENT VI, LTD ("Debtor"), is made with reference to the following:

1. Secured Party has agreed to make available to Debtor a loan secured under that certain Security Agreement dated as of May 3, 2013, (the "Security Agreement"), among Secured Party and Debtor.
2. Pursuant to the Security Agreement, Debtor granted to Secured Party a security interest in all of Debtors' right, title and interest in and to: (i) the rail cars described on Exhibit A attached hereto and made a part hereof and in and against all additions, attachments, accessories and accessions to such property and all substitutions, replacements, (ii) all leases and utilization agreements with respect to such property and any and all rents and other amounts payable thereunder or in connection therewith and all chattel paper, accounts, security deposits relating thereto and (iii) all insurance and/or other proceeds thereof.
3. The Security Agreement shall be effective as of the date hereof


This memorandum of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original, but all together only one Memorandum of Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Security Agreement to be executed by its duly authorized officer as of the date first above written

**SECURED PARTY:****PRESTON STATE BANK**

By:   
Name: Michael G. Merritt  
Title: EVP

**DEBTOR:****CROSSROADS MANAGEMENT VI, LTD**

By:   
Name: CROSSROADS MANAGEMENT, INC, GP  
By: Raymond E. Francis, President

. . . . .

**EXHIBIT "A"**

<b>Mark</b>	<b>#</b>
EAMX	25506
EAMX	25509
EAMX	25511
EAMX	25513
EAMX	25515
EAMX	25518
EAMX	25519
EAMX	25527
EAMX	25529
EAMX	25539
EAMX	25654
EAMX	25656
EAMX	25657
EAMX	25663
EAMX	25665
EAMX	25667
EAMX	25672
EAMX	25673
EAMX	25677
EAMX	25704

